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RECORDATION NO. 23981-EE FILED

NOV 07 '05

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SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

November 7, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release from Surface Transportation Board Filed Encumbrance, a secondary document, dated as of October 17, 2005. The primary document to which this is connected is recorded under Recordation No. 23981. We request that one copy of this document be recorded under Recordation No. 23981-DD.

The name and address of the party to the Release from Surface Transportation Board Filed Encumbrance is:

Secured Party:

The Bank of Nova Scotia
600 Peachtree Street, Suite 2700
Atlanta, GA, 30308

A description of the equipment covered by the Release from Surface Transportation Board Filed Encumbrance consists of sixty-four (64) 50 ft. 6 inch 70 ton 4767 cubic feet double-door boxcars listed on Exhibit 1 ("Boxcars") attached hereto made a part hereof. (Kiamichi Railroad Company listing of cars sold are KRR 4000, KRR 5000, KRR 5001, KRR 5002, KRR 5004, KRR 5005, KRR 5006, KRR 5008, KRR 5009, KRR 5010, KRR 5011, KRR 5012, KRR 5013, KRR 5014, KRR 5015, KRR 5016, KRR 5017, KRR 5018, KRR 5019, KRR 5020, KRR 5021, KRR 5023, KRR 5024, KRR 5025, KRR 5026, KRR 5027, KRR 5028, KRR 5029, KRR 5030, KRR 5031, KRR 5032, KRR 5034, KRR 5035, KRR 5036, KRR 5037, KRR 5038, KRR 5039, KRR 5040, KRR 5041, KRR 5042, KRR 5043, KRR 5044, KRR 5045,

BALL JANIK LLP

Honorable Vernon Williams
November 7, 2005
Page 2

KRR 5048, KRR 5049, KRR 5050, KRR 5051, KRR 5052, KRR 5053, KRR 5054, KRR 5055, KRR 5056, KRR 5057, KRR 5058, KRR 5059, KRR 5060, KRR 5062, KRR 5063, KRR 5064, KRR 5065, KRR 5066, KRR 5067, KRR 5068, AND KRR 5069.)

A fee of \$33.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Release from Surface Transportation Board Filed Encumbrance by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308, covering sixty-four (64) 50 ft. 6 inch 70 ton 4767 cubic feet double-door boxcars listed on Exhibit 1 ("Boxcars") attached hereto made a part hereof. (Kiamichi Railroad Company listing of cars sold are KRR 4000, KRR 5000, KRR 5001, KRR 5002, KRR 5004, KRR 5005, KRR 5006, KRR 5008, KRR 5009, KRR 5010, KRR 5011, KRR 5012, KRR 5013, KRR 5014, KRR 5015, KRR 5016, KRR 5017, KRR 5018, KRR 5019, KRR 5020, KRR 5021, KRR 5023, KRR 5024, KRR 5025, KRR 5026, KRR 5027, KRR 5028, KRR 5029, KRR 5030, KRR 5031, KRR 5032, KRR 5034, KRR 5035, KRR 5036, KRR 5037, KRR 5038, KRR 5039, KRR 5040, KRR 5041, KRR 5042, KRR 5043, KRR 5044, KRR 5045, KRR 5048, KRR 5049, KRR 5050, KRR 5051, KRR 5052, KRR 5053, KRR 5054, KRR 5055, KRR 5056, KRR 5057, KRR 5058, KRR 5059, KRR 5060, KRR 5062, KRR 5063, KRR 5064, KRR 5065, KRR 5066, KRR 5067, KRR 5068, AND KRR 5069.)

Sincerely,



Louis E. Gitomer

Enclosures

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Release from Surface Transportation Board Filed Encumbrance

SURFACE TRANSPORTATION BOARD

Release herein is made to the Amended and Restated Credit Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Amended Credit Agreement"), dated as of September 29, 2004, made by RailAmerica Transportation Corp., a Delaware corporation (the "Company"), RailAmerica, Inc., Palm Beach Rail Holding, Inc., RailAmerica Canada Corp., and RaiLink, Ltd., the various financial institutions as are or may become parties thereto (collectively, the "Lenders"), UBS Warburg LLC, as Sole Arranger and Bookrunner, UBS AG, Stamford Branch as the Administrative Agent for the Lenders, and The Bank of Nova Scotia, as Collateral Agent (in such capacity, the "Collateral Agent") for the Lenders. Unless otherwise defined herein, capitalized terms used herein and in the Schedule hereto have the meanings provided in the Amended Credit Agreement.

The Collateral Agent hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of:

Sixty-four (64) 50 ft. 6 inch 70 ton 4767 cubic feet double-door boxcars listed on Exhibit 1 ("Boxcars") attached hereto and made a part hereof

that were recorded with the Surface Transportation Board under Recordation Number 23981.

Dated as of October 17th, 2005.

THE BANK OF NOVA SCOTIA,
As Collateral Agent

By: W E Zarrett
Title: William E. Zarrett
Managing Director

State of Georgia)
) ss.
County of Gwinnett,)

On this 17th day of October 2005, before me James R. Willson the undersigned Notary Public, personally appeared William E. Zarrett personally known to me to be the person who executed the within instrument as Managing Director on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

My Commission expires 8/22/07

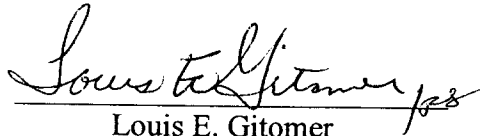
James R. Willson
Notary Public for Georgia

EXHIBIT 1**KIAMICHI RAILROAD COMPANY**
Listing of Cars Sold (Total 64)

KRR 4000	KRR 5031	KRR 5064
KRR 5000	KRR 5032	KRR 5065
KRR 5001	KRR 5034	KRR 5066
KRR 5002	KRR 5035	KRR 5067
KRR 5004	KRR 5036	KRR 5068
KRR 5005	KRR 5037	KRR 5069
KRR 5006	KRR 5038	
KRR 5008	KRR 5039	
KRR 5009	KRR 5040	
KRR 5010	KRR 5041	
KRR 5011	KRR 5042	
KRR 5012	KRR 5043	
KRR 5013	KRR 5044	
KRR 5014	KRR 5045	
KRR 5015	KRR 5048	
KRR 5016	KRR 5049	
KRR 5017	KRR 5050	
KRR 5018	KRR 5051	
KRR 5019	KRR 5052	
KRR 5020	KRR 5053	
KRR 5021	KRR 5054	
KRR 5023	KRR 5055	
KRR 5024	KRR 5056	
KRR 5025	KRR 5057	
KRR 5026	KRR 5058	
KRR 5027	KRR 5059	
KRR 5028	KRR 5060	
KRR 5029	KRR 5062	
KRR 5030	KRR 5063	

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release from Surface Transportation Board Filed Encumbrance dated as of October 17, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in cursive script, reading "Louis E. Gitomer", followed by a small flourish or mark.

Louis E. Gitomer

November 7, 2005